FORM D

339362

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

		1881
118000 0000	Extraction 1	
hours	1.00	
Estimated averag		
Expires:	April 30, 2008	
OMB Number	3235-0076	
OMB APF		

Pr 07049888

Name of Offering (check if this is an amendment and name has changed, and indicate change.)
Issuance of common stock for services pursuant to subscription agreement
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE
Type of Filing: New Filing Amendment
AS BASICIDENTIFICATION DATA
1. Enter the information requested about the issuer
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)
VisionGate, Inc.
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (253) 265-0033
1307 - 30 Archite Court (W), Old March (C)
Address of Principal Business Operations (Number and Street, City State to Court NW Gig Harbor WA 98335) Number and Street, City State to Court NW Gig Harbor WA 98335
1309-30 Avenue Court IVII, Oig Muldol IVII Vocate
Brief Description of Business
Development, manufacture and distribution of medical devices APR 1 1 2007
Type of Business Organization Corporation Imited partnership, already formed THOMSON other (please specify):
THANK THE
THE SUCK
Actual or Estimated Date of Incorporation or Organization: Month Year Actual Actual Estimated
Actual or Estimated Date of Incorporation or Organization: O 1 Actual Estimated MAR 2 9 2007
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service Abbreviation for State: CN for Canada; FN for other foreign jurisdiction)
V 3 400 (O)
GENERAL MOTROCTIONS
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230,601 et seq. of
15 U.S.C. 77d(6).
When To File: A potice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S.
Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, it received at that address
after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.
Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.
Information Required. A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, an
changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and
the Appendix need not be filed with the SEC.
Filing Fee: There is no federal filing fee.
State:
This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have
adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the property of the exemption of the exem
amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice
constitutes a part of this notice and must be completed.
ATTENTION
Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely,
failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays

SEC 1972 (2-99) 1 of 8

exemption is predicated on the filing of a federal notice.

a currently valid OMB control number.

2. Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Executive Officer Beneficial Owner □ Director General and/or Check Box(es) that Apply: Promoter Managing Partner Full Name (Last name first, if individual) Nelson, Alan C. Business or Residence Address (Number and Street, City, State, Zip Code) 1509 - 56th Avenue Court NW, Gig Harbor WA 98335 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer □ Director General and/or **Managing Partner** Full Name (Last name first, if individual) Everson, Sharon K. Business or Residence Address (Number and Street, City, State, Zip Code) 1509 - 56th Avenue Court NW, Gig Harbor WA 98335 Executive Officer □ Director Check Box(es) that Apply: Promoter Beneficial Owner General and/or Managing Partner Full Name (Last name first, if individual) Robb, Walter Business or Residence Address (Number and Street, City, State, Zip Code) 3000 Troy-Schenectady Road, Schenectady NY 12309 Beneficial Owner Executive Officer Director General and/or Check Box(es) that Apply: Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Executive Officer Director Check Box(es) that Apply: Promoter Beneficial Owner General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Beneficial Owner Executive Officer Director General and/or Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) (Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

A BASIGIDENTIFICATION DATAY

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l. Has the	e issuer sold,							ing?		*****************	📮	\boxtimes
		Answ	er also in A	ppendix, Co	olumn 2, if f	iling under	ULOE.				œ	N// 4
2. What is	s the minimu	m investme	nt that will b	e accepted	from any in	dividual?	***************		*****************		<u>\$</u> Yes	N/A No
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similar associa dealer	remuneration ated person o If more that t broker or de	n for solicit r agent of a n five (5) pe	ation of pure broker or de	chasers in co caler register listed are as	onnection wa	ith sales of s SEC and/or	ecurities in the with a state	ne offering. or states, lis	it the name o	of the broker	OL ST	
Full Name	(Last name	first, if indiv	vidual)									
												
Business o	or Residence	Address (N	umber and S	street, City,	State, Zip C	ode)	•					
Name of A	Associated Br	roker or Dea	aler								<u>.</u>	
į												
	Which Person											S4-4
•	All States" or) [CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	States [ID]
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Name of	Associated B	roker or De	aler				<u></u>		-			-
States in \	Which Person	n Listed Has	Solicited o	r Intends to	Solicit Purc	hasers	<u> </u>					
(Check "/	All States" or	check indi									_	l States
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Business	or Residence	Address (N	lumber and	Street, City	, State, Zip (Code)						
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	nounts of the securities offered for exchange and already exchanged. Type of Security		Aggregate Tering Pric	e		int Already Sold
	Debt	\$	2011116 1 1110	-	\$	
1	Equity	\$	10,7.	50	\$	10,750
•	Common Preferred	<u> </u>	10,7			10,.00
		\$			\$	
	Partnership Interests				<u> </u>	
i		<u>s</u>			\$	
	Total	<u> </u>	10,7	50	\$	10,750
i	Answer also in Appendix, Column 3, if filing under ULOE.		10,7	<u> </u>	-	20,.00
se of se	nter the number of accredited and non-accredited investors who have purchased curities in this offering and the aggregate dollar amounts of their purchases. For ferings under Rule 504, indicate the number of persons who have purchased curities and the aggregate dollar amount of their purchases on the total lines. Enter "if answer is "none" or "zero."					
:			Number Investors		Doll	ggregate ar Amount Purchases
	Accredited Investors			1	\$	10,750
	Non-accredited Investors			0_	\$. 0
,					\$	
10	Answer also in Appendix, Column 4, if filing under ULOE.		_		<u>.s</u>	
fo tw	Answer also in Appendix, Column 4, if filing under ULOE. this filing is for an offering under Rule 504 or 505, enter the information requested or all securities sold by the issuer, to date, in offerings of the types indicated, in the velve (12) months prior to the first sale of securities in this offering. Classify				3	
fo tw	Answer also in Appendix, Column 4, if filing under ULOE. this filing is for an offering under Rule 504 or 505, enter the information requested or all securities sold by the issuer, to date, in offerings of the types indicated, in the		Type of			ar Amount
fo tw	Answer also in Appendix, Column 4, if filing under ULOE. this filing is for an offering under Rule 504 or 505, enter the information requested or all securities sold by the issuer, to date, in offerings of the types indicated, in the velve (12) months prior to the first sale of securities in this offering. Classify scurities by type listed in Part C - Question 1. Type of offering		Type of Security		Doll	ar Amount Sold
fo tw	Answer also in Appendix, Column 4, if filing under ULOE. this filing is for an offering under Rule 504 or 505, enter the information requested or all securities sold by the issuer, to date, in offerings of the types indicated, in the velve (12) months prior to the first sale of securities in this offering. Classify courities by type listed in Part C - Question 1. Type of offering Rule 505				Doll	
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fo tw	Answer also in Appendix, Column 4, if filing under ULOE. this filing is for an offering under Rule 504 or 505, enter the information requested or all securities sold by the issuer, to date, in offerings of the types indicated, in the velve (12) months prior to the first sale of securities in this offering. Classify courities by type listed in Part C - Question 1. Type of offering Rule 505	<u>.</u>			Doll	
a. of	Answer also in Appendix, Column 4, if filing under ULOE. It this filing is for an offering under Rule 504 or 505, enter the information requested or all securities sold by the issuer, to date, in offerings of the types indicated, in the velve (12) months prior to the first sale of securities in this offering. Classify ecurities by type listed in Part C - Question 1. Type of offering Rule 505 Regulation A Rule 504				Doll \$ \$ \$	
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a. of	Answer also in Appendix, Column 4, if filing under ULOE. It this filing is for an offering under Rule 504 or 505, enter the information requested or all securities sold by the issuer, to date, in offerings of the types indicated, in the velve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505 Regulation A Rule 504 Total Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and neck the box to the left of the estimate.		Security		S S S	
a. of	Answer also in Appendix, Column 4, if filing under ULOE. It this filing is for an offering under Rule 504 or 505, enter the information requested or all securities sold by the issuer, to date, in offerings of the types indicated, in the velve (12) months prior to the first sale of securities in this offering. Classify ecurities by type listed in Part C - Question 1. Type of offering Rule 505 Regulation A Rule 504 Total Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and neck the box to the left of the estimate. Transfer Agent's Fees		Security		Doll \$ \$ \$ \$ \$ \$ \$ \$	Sold
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a. of	Answer also in Appendix, Column 4, if filing under ULOE. It this filing is for an offering under Rule 504 or 505, enter the information requested or all securities sold by the issuer, to date, in offerings of the types indicated, in the velve (12) months prior to the first sale of securities in this offering. Classify curities by type listed in Part C - Question 1. Type of offering Rule 505 Regulation A Rule 504 Total Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future ontingencies. If the amount of an expenditure is not known, furnish an estimate and neck the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees		Security		S S S S S S S S S S	Sold
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G. OFFERING) PRICE NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS.

b. Enter the difference between the aggregate offering price given in response to Part C. Question 1 and out expenses furnished in response to Part C. Question 4.5. This difference is the "edjusted gross proceeds to the issuer." 5. Indicate below the amount of the adjusted gross proceeds to the issuer seed. 20 proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments itsted must equal the adjusted gross proceeds to the issuer seet forth in response to Part C. Question 4.5 above. Part C. Question 4.5 Question		C: OFFERING PRICE, NUMB	BER OF INVESTORS, EXPE	NSES	AND USE	OF PI	ROCE	EDS 🕸	- - -	经准据对
ared for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C. Question 4.b above. Playments to Officers. Playments To Affilians Salaries and fees. Purchase, rental or leasing and installation of machinery and equipment Construction or leasing and installation of machinery and equipment Acquisition of other businesses (including the value of securities involved in this officing that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness Working capital Other (specify): S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S 0 S		Question I and total expenses furnished in response t	to Part C - Question 4.a. This d	iffere	nce		<u>s</u>		9,950	
Salaries and fees	5 .	used for each of the purposes shown. If the amount estimate and check the box to the left of the estimate equal the adjusted gross proceeds to the issuer set f	for any purpose is not known, te. The total of the payments l	furnis isted	sh an must				1	
Salaries and fees	•				Office Director	гs, s, &				
Purchase of real estate: Durchase, rental or leasing and installation of machinery and equipment: S		Salaries and fees		M		_	X	S Ou	l	
Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtendess Working capital Other (specify): Column Totals Total Payments Listed (column totals added) Column Totals Total Payments Listed (column totals added) The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filled under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Pule 502. Issuer (Print or Type) VISIONGATE, INC. Date March 20, 2007 ATTENTION Intentional misstatements or omissions of fact Constitute federal criminal violations. (See 18 U.S.C. 1001.)		1		_	•			<u> </u>		
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness Working capital Other (specify): S 0 S 9,950 Other (specify): S 0 S 9,950 Other (specify): S 0 S 9,950 Total Payments Listed (column totals added) Total Payments Listed (column totals added) Total Payments Listed (column totals added) Total Payments Listed in the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Pule 502. Issuer (Print or Type) VISIONGATE, INC. Name of Signer (Print or Type) Alan C. Nelson Intenticnal misstatements or omissions of fact Constitute federal criminal violations. (See 18 U.S.C. 1001.)		l i								
this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness Working capital Other (specify): S		Construction or leasing of plant buildings and	facilities	\boxtimes	\$	0			0	
another issuer pursuant to a merger) Repayment of indebtedness Working capital Other (specify): Column Totals Column Totals Total Payments Listed (column totals added) The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Pule 502. Issuer (Print or Type) VISIONGATE, INC. Name of Signer (Print or Type) Alan C. Nelson Intenticnal misstatements or omissions of fact Constitute federal criminal violations. (See 18 U.S.C. 1001.)				٠				• • •		
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Total Payments Listed (column totals added) Different Signature The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Pule 502. Issuer (Print or Type) Signature WISIONGATE, INC. Name of Signer (Print or Type) Title of Signet (Print or Type) President and CEO ATTENTION Intenticnal misstatements or omissions of fact Constitute federal criminal violations. (See 18 U.S.C. 1001.)				\boxtimes	\$	0	\boxtimes	\$	<u> </u>	
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Pule 502. Issuer (Print or Type) VISIONGATE, INC. Name of Signer (Print or Type) Alan C. Nelson ATTENTION Intenticnal misstatements or omissions of fact Constitute federal criminal violations. (See 18 U.S.C. 1001.)		•			\$		\boxtimes	\$	9,950	
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Name of Signer (Print or Type) Alan C. Nelson Title of Signer (Print or Type) President and CEO ATTENTION Intenticnal misstatements or omissions of fact Constitute federal criminal violations. (See 18 U.S.C. 1001.)	sign info	ature constitutes an undertaking by the issuer to furn furnation furnished by the issuer to any non-accredited	ish to the U.S. Securities and E investor pursuant to paragraph (Excha	nge Commi	ssion, ı		written re	equest of it	
Name of Signer (Print or Type) Alan C. Nelson Title of Signer (Print or Type) President and CEO ATTENTION Intenticnal misstatements or omissions of fact Constitute federal criminal violations. (See 18 U.S.C. 1001.)		1	Afango D.	4/2	≥			Mu	ch 20	2007
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ATTENTION Intentional misstatements or omissions of fact Constitute federal criminal violations. (See 18 U.S.C. 1001.)		<u> </u>	" " "		•			••	<u>†</u>	
ATTENTION Intentional misstatements or omissions of fact Constitute federal criminal violations. (See 18 U.S.C. 1001.)	11.0) 	- :			•			
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